

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

MELINTA THERAPEUTICS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 19-12748 (LSS)

Jointly Administered

Related to Docket Nos. 16, 77, 188

CERTIFICATION OF COUNSEL REGARDING
FINAL ORDER (I) AUTHORIZING THE USE OF CASH
COLLATERAL; (II) GRANTING ADEQUATE PROTECTION;
(III) MODIFYING AUTOMATIC STAY; AND
(IV) GRANTING RELATED RELIEF

The undersigned, proposed counsel to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby certifies as follows:

1. On December 27, 2019, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Modifying Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 16] (the “**Motion**”).

2. On January 2, 2020, the Court entered the *Interim Order (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [Docket No. 77] (the “**Interim Order**”), granting certain of the relief requested in the Motion on an interim basis.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Melinta Therapeutics, Inc. (0364); Cemptra Pharmaceuticals, Inc. (5814); CEM-102 Pharmaceuticals, Inc. (4262); Melinta Subsidiary Corp. (9437); Rempex Pharmaceuticals, Inc. (6000); and Targanta Therapeutics Corporation (1077). The address of the Debtors’ corporate headquarters is 44 Whippany Road, Suite 280, Morristown, New Jersey 07960.

3. On January 27, 2020, the Debtors filed the *Notice of Filing of Proposed Final Order (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection; (III) Modifying Automatic Stay; (IV) Scheduling a Final Hearing; and (V) Granting Related Relief* [Docket No. 188] (the “**Notice of Filing**”), which Notice of Filing included a blackline version of the proposed final order reflecting all revisions to the form of order subsequent to entry of the Interim Order.

4. On February 7, 2020, the Court held a hearing (the “**Hearing**”) to consider, among other matters, approval of the Motion on a final basis and entry of the proposed form of final order. At the Hearing, the Debtors presented a further revised version of the proposed final order (the “**Proposed Final Order**”), which incorporated various comments from parties-in-interest, and the Court approved such order. The Debtors noted at the Hearing that the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) was continuing to review the Proposed Final Order, and that the Debtors would submit the final form of order under certification of counsel.

5. At the request of the U.S. Trustee, the Debtors agreed to make a minor revision to Paragraph 4(d)(ix)(2) of the Proposed Final Order. The revised form of final order attached hereto as **Exhibit A** (the “**Revised Proposed Final Order**”) includes the U.S. Trustee’s requested revision to the proposed form of order. A blackline version of the Revised Proposed Final Order reflecting the U.S. Trustee’s requested revision is attached hereto as **Exhibit B**. The U.S. Trustee has reviewed the Revised Proposed Final Order, and does not object to entry of such order.

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6. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Final Order at the convenience of the Court.

Dated: Wilmington, Delaware
February 10, 2020

MCDERMOTT WILL & EMERY LLP

/s/ David R. Hurst
David R. Hurst (I.D. No. 3743)
The Nemours Building
1007 North Orange Street, 4th Floor
Wilmington, Delaware 19801
Telephone: (302) 485-3900
Fax: (302) 351-8711

– and –

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Joseph O. Larkin (I.D. No. 4883)
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-3000
Fax: (302) 651-3001

– and –

Ron E. Meisler
Albert L. Hogan III
Christopher M. Dressel
155 North Wacker Drive
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

*Proposed Counsel and Counsel to
Debtors and Debtors-in-Possession*